

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GUY CARPENTER & COMPANY, LLC and
MARSH & McLENNAN COMPANIES, INC.,

Plaintiffs,

- against -

JULIAN SAMENGO-TURNER, RON WHYTE,
and MARCUS HOPKINS,

Defendants.

07 Civ. 3580 (DC) (KNF)

DECLARATION

I, Arlene Vaquer, hereby declare:

1. I am Managing Director, Human Resources at Guy Carpenter & Company, LLC ("Guy Carpenter") and hold the senior Human Resources position at Guy Carpenter. I have been employed by Guy Carpenter for approximately six years. In my role, I am familiar with the various incentive plans offered by Guy Carpenter and Marsh & McLennan Companies, Inc. ("MMC" and together with Guy Carpenter, "plaintiffs"). I submit this declaration in opposition to defendant Ron Whyte's motion to dismiss plaintiffs' complaint due to alleged lack of personal jurisdiction and forum *non conveniens*.

2. MMC's principal place of business is located at 1166 Avenue of the Americas, New York, New York 10036. Guy Carpenter's principal place of business is located at One Madison Avenue, New York, New York 10010. Guy Carpenter is an indirect wholly owned subsidiary of MMC.

3. MMC offers incentive compensation plans to certain employees employed by MMC and its subsidiaries or affiliates in order to strengthen the mutuality of interest between

them and MMC's shareholders and to provide appropriate incentives for such employees to remain with MMC and its subsidiaries or affiliates. One of these plans is the Marsh & McLennan Companies 2000 Senior Executive Incentive and Stock Award Plan (the "Plan").

4. The Plan -- under which awards have been made to senior executives of MMC and its subsidiaries (including Guy Carpenter) and affiliates -- was drafted in New York and has been administered by personnel in New York. Awards under the Plan may be paid in either cash or the equivalent value of readily tradable MMC shares.

5. Defendants Julian Samengo-Turner, Ron Whyte and Marcus Hopkins (collectively, "defendants") have worked in the facultative reinsurance group of Guy Carpenter since, respectively, September 23, 1991, September 20, 1988 and April 10, 2000. I understand that each of defendants has provided notice of his resignation. At the time notice of their resignations was given, Mr. Samengo-Turner and Mr. Whyte co-led Guy Carpenter's global facultative reinsurance business unit (including supervising, among other persons, Guy Carpenter facultative brokers in the United States), and Mr. Hopkins was head of Guy Carpenter's U.K. facultative reinsurance operation.

6. Effective November 1, 2005, MMC made special long term incentive grants under the Plan to 122 Guy Carpenter executives, including each of defendants. The original agreements evidencing these grants signed by participants (including those of defendants) are maintained in New York. These grants were made to Guy Carpenter executives based in (a) ten different states in the United States and (b) sixteen different foreign countries. Final approval regarding these grants was given by the Compensation Committee of the MMC Board of Directors in New York.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Executed on June 6, 2007


Arlene Vaquer

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**DECLARATIONS OF ANDREW GORDON BROWN,
I. CHARLES COLQUHOUN, ROBERT N. HOLTZMAN,
LYNSEY MANSFIELD, AND ARLENE VAQUER**

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